

ORIGINAL

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	x
	:
Calpine Corporation, <u>et al.</u> ,	Chapter 11
	:
Debtors.	(Jointly Administered)
<hr/>	
Portland Natural Gas Transmission System and	:
Gas Transmission Northwest Corporation,	:
	:
Plaintiffs,	Case No. 07-cv-09584 (GEL)
	:
- against -	:
	:
Calpine Corporation, <u>et al.</u> ,	MOTION FOR ADMISSION <i>PRO HAC VICE</i>
	:
Defendants.	x
<hr/>	

NOTICE OF MOTION FOR ADMISSION *PRO HAC VICE*

PLEASE TAKE NOTICE that, pursuant to Rule 1.3 of this Court's Local Rules, Calpine Corporation, et al., by its attorneys Kirkland & Ellis LLP, hereby moves to admit *pro hac vice* James W. Draughn, Jr., P.C. and Ashley C. Parrish to this bar for the purposes of this action.

The affidavit of Peter Asplund, sworn to on December 4, 2007, and accompanying affidavits and exhibits, are attached hereto in support of this application. A proposed order is also attached.

Dated: December 4, 2007
New York, New York



Peter Asplund (PA 0603)

KIRKLAND & ELLIS LLP

Citigroup Center

153 East 53rd Street

New York, NY 10022-4611

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Counsel for Calpine Corporation, et al.

DEC 04 2007

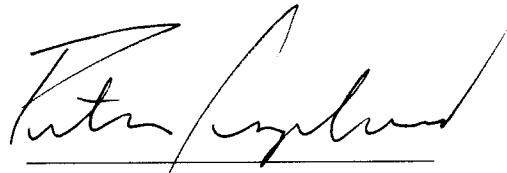
NYC 950-634905



CERTIFICATE OF SERVICE

I hereby certify that on this 4th day of December, 2007, a true and correct copy of Calpine Corporation's Motion for Admission Pro Hac Vice and accompanying affidavits of James W. Draughn, Jr., P.C., Ashley C. Parrish and Peter Asplund, and exhibits thereto, and Proposed Order were served by express mail upon the following:

David Elrod
Elrod PLLC
500 North Akard
Suite 3000
Dallas, TX 75201



Peter Asplund

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re: : x
Calpine Corporation, et al., :
Debtors. : Chapter 11
Portland Natural Gas Transmission System and : Case No. 05-60200 (BRL)
Gas Transmission Northwest Corporation, : (Jointly Administered)
Plaintiffs, : x
- against - :
Calpine Corporation, et al., :
Defendants. : **AFFIDAVIT OF
PETER ASPLUND**

**AFFIDAVIT OF PETER ASPLUND IN SUPPORT OF
MOTION FOR ADMISSION *PRO HAC VICE***

STATE OF NEW YORK)
COUNTY OF NEW YORK)
ss:

PETER ASPLUND, being duly sworn, deposes and states:

1. I am a practicing attorney duly admitted to the Bar of the State of New York and admitted to practice before this Court. I am a partner of the firm Kirkland & Ellis LLP (“Kirkland”), attorneys for Calpine Corporation, et al. (“Calpine”). I submit this affidavit in support of Calpine’s motion pursuant to Rule 1.3 of this Court’s Local Rules for an order permitting James W. Draughn, Jr., P.C. and Ashley C. Parrish to appear as counsel *pro hac vice* on behalf of Calpine for purposes of this action.

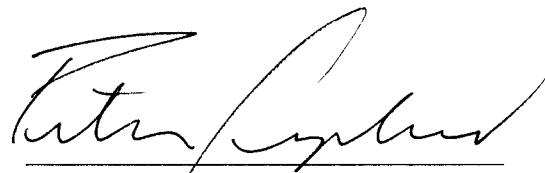
2. Mr. Draughn is a partner in Kirkland's Washington, D.C. office. He is a practicing attorney and a member in good standing of the Bar of the District of Columbia and the

Bar of the Commonwealth of Virginia. In addition, he is admitted to practice in the United States District Court for the District of Columbia, the United States District Court for the Eastern District of Virginia, the United States District Court for the Western District of Virginia, the United States Court of Appeals for the Fourth Circuit, and the United States Court of Appeals for the Eleventh Circuit. Mr. Draughn's affidavit in support of this motion, including a copy of the certificate of good standing certifying his status as a member of the District of Columbia Bar, is attached as Exhibit A. Copies of Mr. Draughn's other certificates will be provided upon request.

3. Mr. Parrish is a partner in Kirkland's Washington, D.C. office. He is a practicing attorney and a member in good standing of the Bar of the District of Columbia and the Bar of the Commonwealth of Virginia. In addition, he is admitted to practice in the United States District Court for the District of Columbia, the United States District Court for the Eastern District of Virginia, the United States Court of Federal Claims, the United States Court of Appeals for the District of Columbia Circuit, the United States Court of Appeals for the Federal Circuit, the United States Court of Appeals for the Third Circuit, the United States Court of Appeals for the Fourth Circuit, the United States Court of Appeals for the Fifth Circuit, the United States Court of Appeals for the Seventh Circuit, the United States Court of Appeals for the Eighth Circuit and the United States Supreme Court. Mr. Parrish's affidavit in support of this motion, including a copy of the certificate of good standing certifying his status as a member of the District of Columbia Bar, is attached as Exhibit B. Copies of Mr. Parrish's other certificates will be provided upon request.

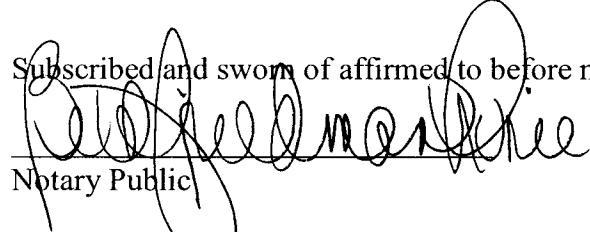
4. Mr. Draughn and Mr. Parrish have never been denied admission or disciplined by any court.

Dated: December 4, 2007
New York, New York



Peter Asplund (PA 0603)
KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, NY 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Subscribed and sworn of affirmed to before me this 4th day of December, 2007.


Notary Public

BETH FRIEDMAN LURIE
NOTARY PUBLIC, State of New York
No. 4783035
Qualified in Nassau County
Commission Expires Sept. 30, 2009

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	x
In re:	:
	:
Calpine Corporation, <u>et al.</u> ,	:
	:
Debtors.	:
	:
Portland Natural Gas Transmission System and	:
Gas Transmission Northwest Corporation,	:
	:
Plaintiffs,	:
	:
- against -	:
	:
Calpine Corporation, <u>et al.</u> ,	:
	:
Defendants.	:
	x-----

Case No. 07-cv-09584 (GEL)

**AFFIDAVIT OF
JAMES W. DRAUGHN, JR.**

WASHINGTON)
)
 ss:
DISTRICT OF COLUMBIA)

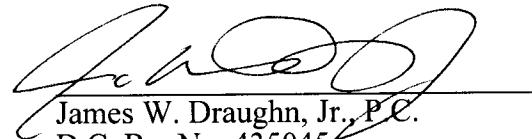
I, James W. Draughn, Jr., file this affidavit in support of Calpine's Motion for Admission *Pro Hac Vice*, and hereby state as follows:

1. I am admitted to practice in, and am a member in good standing of, the Bar of the District of Columbia and the Bar of the Commonwealth of Virginia. I am also admitted to practice in the United States District Court for the District of Columbia, 1992; the United States District Court for the Eastern District of Virginia, 1994; the United States District Court for the Western District of Virginia, 2003; the United States Court of Appeals for the Fourth Circuit, 2005, and the United States Court of Appeals for the Eleventh Circuit, 2007. A certificate of

good standing certifying my status as a member of the District of Columbia Bar is attached to this affidavit. If certificates are needed for the other courts, I will provide them.

2. I have never been the subject of disciplinary action by the bars or courts of any jurisdiction in which I am licensed.
3. I have never been denied admission to any court to which I have applied.
4. My office address, telephone number and telecopier number are included below my signature.

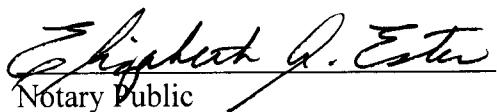
5. Kirkland & Ellis LLP has been retained to represent Calpine in this action. I am a partner of Kirkland & Ellis LLP.



James W. Draughn, Jr., P.C.
D.C. Bar No. 435045
KIRKLAND & ELLIS LLP
655 Fifteenth Street, N.W.
Washington, D.C. 20005
Telephone: (202) 879-5000
Facsimile: (202) 879-5200

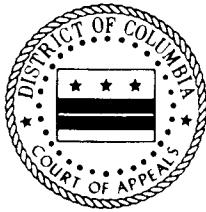
District of Columbia

Subscribed and sworn of affirmed to before me this 30th day of November, 2007.



Elizabeth A. Ester
Notary Public

Elizabeth A. Ester
Notary Public, District of Columbia
My Commission Expires 7/14/2012



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D.C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia
Court of Appeals, do hereby certify that

JAMES WORTH DRAUGHN, JR.

was on the 13th day of NOVEMBER, 1992

duly qualified and admitted as an attorney and counselor and
entitled to practice before this Court and is, on the date
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have
hereunto subscribed my name
and affixed the seal of this
Court at the City of
Washington, D.C., on
November 27, 2007.

GARLAND PINKSTON, JR., CLERK

By: *C.J. Jackson*
Deputy Clerk

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	x
	:
Calpine Corporation, <u>et al.</u> ,	Chapter 11
	:
Debtors.	Case No. 05-60200 (BRL)
	:
Portland Natural Gas Transmission System and	(Jointly Administered)
Gas Transmission Northwest Corporation,	
	x
	:
Plaintiffs,	
	:
	Case No. 07-cv-09584 (GEL)
	:
- against -	
	:
Calpine Corporation, <u>et al.</u> ,	
	:
Defendants.	AFFIDAVIT OF ASHLEY C. PARRISH
	x

**AFFIDAVIT OF ASHLEY C. PARRISH IN SUPPORT OF
MOTION FOR ADMISSION *PRO HAC VICE***

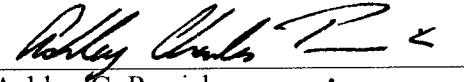
I, Ashley C. Parrish, file this affidavit in support of Calpine's Motion for Admission *Pro Hac Vice*, and hereby state as follows:

1. I am admitted to practice in, and am a member in good standing of, the Bar of the District of Columbia (2000) and the Bar of the Commonwealth of Virginia (1998). I am also admitted to practice in the United States District Court for the District of Columbia (2001); the United States District Court for the Eastern District of Virginia (2004); the United States Court of Federal Claims (2007); the United States Court of Appeals for the District of Columbia Circuit (2000); the United States Court of Appeals for the Federal Circuit (2000); the United States Court of Appeals for the Third Circuit (2004); the United States Court of Appeals for the

Fourth Circuit (2000); the United States Court of Appeals for the Fifth Circuit (2000); the United States Court of Appeals for the Seventh Circuit (2004); the United States Court of Appeals for the Eighth Circuit (2004); the Supreme Court of Virginia (1998); and the United States Supreme Court (2002). A certificate of good standing certifying my status as a member of the District of Columbia Bar is attached to this affidavit. If certificates are needed for the other courts, I will provide them.

2. I have never been the subject of disciplinary action by the bars or courts of any jurisdiction in which I am licensed.
3. I have never been denied admission to any court to which I have applied.
4. My office address, telephone number, and telecopier number are included below my signature.

5. Kirkland & Ellis LLP has been retained to represent Calpine in this action. I am a partner of Kirkland & Ellis LLP.



Ashley C. Parrish
D.C. Bar No. 464683
KIRKLAND & ELLIS LLP
655 Fifteenth Street, N.W.
Washington, D.C. 20005
Telephone: (202) 879-5000
Facsimile: (202) 879-5200

Subscribed and sworn of affirmed to before me this 29th day of November, 2007.



Patricia A. Neil
Notary Public

PATRICIA A. NEIL
Notary Public, District of Columbia
Commissioned September 30, 2008



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D.C. 20001
202 / 879-2710

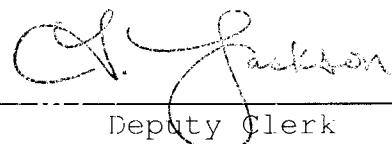
I, GARLAND PINKSTON, JR., Clerk of the District of Columbia
Court of Appeals, do hereby certify that

ASHLEY C. PARRISH

was on the 2ND day of JUNE, 2000
duly qualified and admitted as an attorney and counselor and
entitled to practice before this Court and is, on the date
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have
hereunto subscribed my name
and affixed the seal of this
Court at the City of
Washington, D.C., on
November 26, 2007.

GARLAND PINKSTON, JR., CLERK

By: 
Deputy Clerk

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	x
	:
Calpine Corporation, <u>et al.</u> ,	Chapter 11
	:
Debtors.	Case No. 05-60200 (BRL)
	:
Portland Natural Gas Transmission System and	(Jointly Administered)
Gas Transmission Northwest Corporation,	
	x
	:
Plaintiffs,	
	:
	Case No. 07-cv-09584 (GEL)
	:
- against -	
	:
Calpine Corporation, <u>et al.</u> ,	
	:
Defendants.	ORDER GRANTING MOTION FOR ADMISSION <i>PRO HAC VICE</i>
	:
	x

[PROPOSED] ORDER GRANTING MOTION FOR ADMISSION *PRO HAC VICE*

The motion for admission to practice *pro hac vice* in the above captioned matter is GRANTED. The admitted attorneys, James W. Draughn, Jr., P.C. and Ashley C. Parrish, are permitted to argue or try this particular case and related cases in whole or in part as counsel or advocate.

This Order confirms your appearance as counsel for Calpine Corporation, et al. in this case and any related cases, and it will be entered on the Court's docket. A notation of your admission *pro hac vice* for the above listed case will be made on the roll of attorneys.

The attorneys admitted *pro hac vice* must serve a copy of this Order on all other counsel in this case.

Dated:

United States District Judge

cc: David W. Elrod
Court File